

RECORDATION NO.

22426-8  
FILED

APR 21 '04

8-51 AM

SURFACE TRANSPORTATION BOARD

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ELIAS C. ALVORD (1942)  
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OF COUNSEL  
URBAN A. LESTER

April 20, 2004

Mr. Vernon A. Williams  
Secretary  
Surface Transportation Board  
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are five (5) copies of the following secondary document: Trust Indenture Supplement No. 6, dated as of March 25, 2004.

The enclosed document relates to the Trust Indenture (GARC III 99-B) previously filed with the Board under Recordation Number 22426.

The names and addresses of the parties to the enclosed document are:

Indenture Trustee: State Street Bank and Trust Company  
225 Franklin Street  
Boston, Massachusetts 02110

Owner Trustee: GARC III 99-B Railcar Trust  
c/o Wilmington Trust Company  
1100 North Market Street  
Wilmington, Delaware 19890

A description of the railroad equipment covered by the enclosed document is:

Railcars originally within the series TIMX 017001 –TIMX 017049 are remarked and renumbered within the series GATX 073101 – GATX 073149.

Mr. Vernon A. Williams  
April 19, 2004  
Page Two

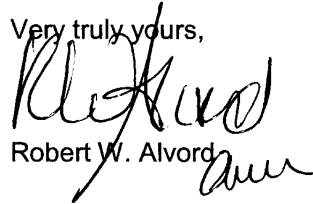
A short summary of the document to appear in the index is:

Trust Indenture Supplement No. 6

Also enclosed is a check in the amount of \$30.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read "Robert W. Alvord", with a stylized flourish extending from the bottom right.

Robert W. Alvord

RWA/anm  
Enclosures

RECORDATION NO. 22426-P FILED

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SURFACE TRANSPORTATION BOARD

**TRUST INDENTURE SUPPLEMENT NO. 6**  
**(GARC III Trust No. 99-B)**

This Indenture Supplement No. 6 (GARC III Trust No. 99-B), dated March 25, 2004 (this "Indenture Supplement"), of GARC III 99-B Railcar Trust by Wilmington Trust Company, not in its individual capacity but solely as trustee (the "Owner Trustee") under the Trust Agreement (GARC III No. 99-B), dated as of September 1, 1999 (the "Trust Agreement"), between the Owner Trustee in its individual capacity and General Foods Credit Corporation, owner participant;

**WITNESSETH:**

WHEREAS, the Trust Indenture and Security Agreement (GARC III Trust No. 99-B) dated as of September 1, 1999 (the "Indenture"), between the Owner Trustee and U.S. Bank National Association, as successor to State Street Bank and Trust Company as Indenture Trustee (the "Indenture Trustee"), provides for the execution and delivery of Indenture Supplements recording any change in the reporting marks of any Unit covered by the Lease; and

WHEREAS, the Lease has been amended to change the reporting marks of the Equipment as described on Schedule A attached hereto and made a part hereof; and

NOW, THEREFORE, the reporting marks of certain Units of the Equipment described in Lease Supplement No. 1 are hereby changed as reflected on said Schedule.


This Supplement shall be construed as supplemental to the Indenture and shall form a part of it, and the Indenture is hereby incorporated by reference herein and is hereby ratified, approved and confirmed.

This Supplement may be executed by the Owner Trustee in separate counterparts, each of which when so executed and delivered is an original, but all such counterparts shall together constitute but one and the same Supplement.

AND FURTHER, the Owner Trustee hereby acknowledges that the Equipment referred to in the aforesaid Lease Supplement attached hereto and made a part hereof has been delivered to the Owner Trustee and is included in the property of the Owner Trustee covered by all the terms and conditions of the Trust Agreement, subject to the pledge or mortgage thereof under the Indenture.

IN WITNESS WHEREOF, the Owner Trustee has caused this Indenture Supplement to be duly executed by one of its duly authorized officers, as of the day and year first above written.

GARC III 99-B Railcar Trust  
By: Wilmington Trust Company,  
not in its individual capacity,  
but solely as Owner Trustee

By:   
Name: \_\_\_\_\_  
Title: **Anita Roselli**  
Financial Services Officer

Acknowledged by:

U.S. Bank National Association,  
not in its individual capacity, but solely  
as Indenture Trustee

By: \_\_\_\_\_  
Name: \_\_\_\_\_  
Title: \_\_\_\_\_

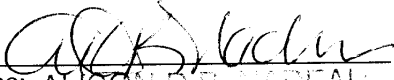
IN WITNESS WHEREOF, the Owner Trustee has caused this Indenture Supplement to be duly executed by one of its duly authorized officers, as of the day and year first above written.

GARC III 99-B Railcar Trust  
By: Wilmington Trust Company,  
not in its individual capacity,  
but solely as Owner Trustee

By: \_\_\_\_\_  
Name:  
Title:

Acknowledged by:

U.S. Bank National Association,  
not in its individual capacity, but solely  
as Indenture Trustee

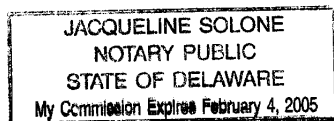
By:   
Name: ALISON D. MCDEAU  
Title: VICE PRESIDENT

State of Delaware )  
 ) SS  
County of New Castle )

On this 8 day of April, 2004, before me personally appeared Anita Rosetti, to me personally known, who being by me duly sworn, say that he/she is Financial Services of Wilmington Trust Company, that said instrument was signed on such date on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Jaqueline Solone  
Notary Public

SEAL  
My Commission Expires:



State of Massachusetts )  
 ) SS  
County of Suffolk )

On this \_\_\_ day of \_\_\_\_\_, 2004, before me personally appeared \_\_\_\_\_, to me personally known, who being by me duly sworn, say that he/she is \_\_\_\_\_ of U.S. Bank National Association, as successor to State Street Bank and Trust Company that said instrument was signed on such date on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

\_\_\_\_\_  
Notary Public

SEAL  
My Commission Expires:

State of Delaware           )  
  ) SS  
County of New Castle       )

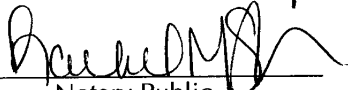
On this \_\_\_\_ day of \_\_\_\_\_, 2004, before me personally appeared \_\_\_\_\_, to me personally known, who being by me duly sworn, say that he/she is \_\_\_\_\_ of Wilmington Trust Company, that said instrument was signed on such date on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

\_\_\_\_\_  
Notary Public

SEAL  
My Commission Expires:

State of Massachusetts    )  
  ) SS  
County of Suffolk         )

On this 14 day of April, 2004, before me personally appeared ALISON D. [REDACTED], to me personally known, who being by me duly sworn, say that he/she is [REDACTED] of U.S. Bank National Association, as successor to State Street Bank and Trust Company that said instrument was signed on such date on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

  
\_\_\_\_\_  
Notary Public

SEAL  
My Commission Expires:

RACHEL M. SYLVIA  
NOTARY PUBLIC  
COMMONWEALTH OF MASSACHUSETTS  
MY COMMISSION EXPIRES FEBRUARY 18, 2011

**Schedule A**  
**GARC III Group 2 Restencil Car List ( GARC III 99-B )**

New Railcar ID	Original Railcar ID	Description	DOT Classification
GATX073101	TIMX017001	Tank Car	DOT 111A100-W-3
GATX073102	TIMX017002	Tank Car	DOT 111A100-W-3
GATX073104	TIMX017004	Tank Car	DOT 111A100-W-3
GATX073105	TIMX017005	Tank Car	DOT 111A100-W-3
GATX073107	TIMX017007	Tank Car	DOT 111A100-W-3
GATX073108	TIMX017008	Tank Car	DOT 111A100-W-3
GATX073110	TIMX017010	Tank Car	DOT 111A100-W-3
GATX073113	TIMX017013	Tank Car	DOT 111A100-W-3
GATX073114	TIMX017014	Tank Car	DOT 111A100-W-3
GATX073116	TIMX017016	Tank Car	DOT 111A100-W-3
GATX073117	TIMX017017	Tank Car	DOT 111A100-W-3
GATX073122	TIMX017022	Tank Car	DOT 111A100-W-3
GATX073123	TIMX017023	Tank Car	DOT 111A100-W-3
GATX073126	TIMX017026	Tank Car	DOT 111A100-W-3
GATX073128	TIMX017028	Tank Car	DOT 111A100-W-3
GATX073129	TIMX017029	Tank Car	DOT 111A100-W-3
GATX073131	TIMX017031	Tank Car	DOT 111A100-W-3
GATX073135	TIMX017035	Tank Car	DOT 111A100-W-3
GATX073138	TIMX017038	Tank Car	DOT 111A100-W-3
GATX073143	TIMX017043	Tank Car	DOT 111A100-W-3
GATX073146	TIMX017046	Tank Car	DOT 111A100-W-3
GATX073147	TIMX017047	Tank Car	DOT 111A100-W-3
GATX073149	TIMX017049	Tank Car	DOT 111A100-W-3